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December 6, 2019

**VIA E-MAIL & FIRST-CLASS MAIL**

Brian C. Brook, Esq.  
Brook & Associates, PLLC  
100 Church Street, Floor 8  
New York, New York 10007

**RE: Daniel Kleeberg, Lisa Stein and Audrey Hays v. Lester Eber, et al.**  
**Civ. Action No.: 16-cv-9517**

Dear Brian:

Enclosed and produced as Bates No. EB-00036190, please find the Shareholder Consent document which was searched for and found following your reference to it in your summary judgment motion papers. Please note it was not requested in any of your requests for production in this matter.

Very truly yours,

  
Paul F. Keneally

PFK/mds  
Enclosure

cc: Robert Calihan, Esq. (w/ enc. via e-mail and First-Class Mail)  
Colin D. Ramsey, Esq. (w/ enc. via e-mail)



WRITTEN CONSENT OF THE STOCKHOLDERS OF  
EBER BROS. WINE AND LIQUOR CORPORATION

The undersigned, being the holders of all the outstanding shares of Class A common stock of Eber Bros. Wine and Liquor Corporation, a New York corporation (the "Corporation"), in accordance with Section 615 of the Business Corporation Law of the State of New York, do hereby consent to the adoption of the following resolutions, in the same manner as if duly presented to, and approved at, a meeting of the stockholders of the Corporation, duly called and held for such purpose:

Certificate of Amendment

RESOLVED, that the form, terms and provisions of the Certificate of Amendment of the Certificate of Incorporation of the Corporation dated February 14<sup>th</sup>, 2017, in the form filed in the records of the Corporation, be, and they hereby are, approved in all respects; and

Miscellaneous

RESOLVED, that any director or officer of Corporation and its counsel be, and each of them acting alone hereby is, authorized to take all such further action and to execute and deliver all such further instruments and documents in the name and on behalf of Corporation, under its corporate seal or otherwise, and to pay all such expenses as in his or her judgment shall be necessary, proper or advisable in order to carry out the intent and effectuate the purposes of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned have caused this written consent to be executed as of February 14<sup>th</sup>, 2017.

EBER BROS. & CO., INC.

By: Wendy Eber  
Name: Wendy Eber